

## Role of Chief Executive

The CEO is responsible for the following, within the authority limits delegated by the Board:

### 1. Ethics and values

- Establishing and communicating policies and practices for the ethical conduct of the Group's activities.
- Establishing and communicating policies and practices for compliance with laws and regulations in the geographies and areas of activity where the Group operates.

### 2. Business strategy and management

- Developing the Group's objectives and strategy, while having regard to all stakeholders.
- The successful achievement of objectives and execution of strategy.
- Leading the Executive Directors and the senior Executive team in the day to day running of the Group's business, including chairing the Group Executive Committee and communicating its decisions and recommendations to the Board.
- Ensuring effective implementation of Board decisions.
- Suggesting to the Board, an annual budget and financial plan and ensuring achievement following Board approval.
- Optimising the use and adequacy of the Group's resources.
- Formalising the roles and responsibilities of the senior Executive team, including clear delegation of authorities.

### 3. Investment and financing

- Identifying and executing acquisitions and disposals with the Board's approval.
- Identifying new business opportunities outside the current core activities.
- Examining all trade investments and major capital expenditure proposed to Group companies and the recommendation to the Board of those which, in a Group context, are material.

### 4. Risk management and controls

- Ensuring appropriate internal controls are in place.
- Managing the Group's risk profile in line with the extent and categories of risk identified as acceptable by the Board and ensuring that risks are mitigated as appropriate.
- Managing the health and safety performance of the business.

### 5. Board Committees

- Making recommendations on remuneration policy, executive remuneration and terms of employment for the senior Executive team.

- Making recommendations to the Nomination Committee on the role and capabilities required in respect of the appointment of Executive Directors.

## **6. Other Responsibilities**

- Providing a means for timely and accurate disclosure of information, including an appropriate escalation route for issues.
- Leading internal and external communications
- Ensuring effective communication with shareholders and analysts.
- Updating the Board on all pertinent business information.
- Maintaining contacts with the Group's major customers, business partners and advisers.
- Setting and ensuring compliance with Group policies, such as HR, code of ethics and business practice, health and safety and corporate social responsibility.
- Managing the development of the senior Executive team, including succession planning and approving the appointment and termination of employment of members of that team.
- Keeping the Chairman informed on all important matters, including the views of employees on issues of relevance to the business.
- Setting an example to the Group's employees, and communicating to them the expectations of the Board in relation to the company's culture, values and behaviours.
- Supporting the Chairman to make certain that appropriate standards of governance are upheld through all parts of the Group.

**Reviewed and updated by the Board: effective 16 May 2014.**